

STATE OF VERMONT
PUBLIC SERVICE BOARD

Docket No. 7038

Petition of USGen New England, Inc.,)
for authority to transfer its hydroelectric facilities)
located in Vermont to TransCanada Hydro Northeast,)
Inc; AND petition of TransCanada Hydro Northeast,)
Inc. for a certificate of public good to own and)
operate hydroelectric generating facilities in Vermont)
and for *de minimis* regulation)

Entered: 3/25/2005

CERTIFICATE OF PUBLIC GOOD
ISSUED PURSUANT TO 30 V.S.A. § 231

IT IS HEREBY CERTIFIED that the Public Service Board ("Board") of the State of Vermont on this date finds and adjudges that the issuance of a Certificate of Public Good ("Certificate") to TransCanada Hydro Northeast Inc. ("TC Hydro NE") to own and operate certain hydroelectric facilities in Vermont (the "Hydro Facilities") will promote the general good of the State of Vermont. This Certificate is subject to the following conditions:

1. Any amendments of TC Hydro NE's Federal Energy Regulatory Commission ("FERC") license for the Hydro Facilities shall be filed with the Board and the Vermont Department of Public Service ("Department");
2. Any FERC filings related to TC Hydro NE's market-based rates that are subject to FERC's jurisdiction under Section 203 of the Federal Power Act shall be filed with the Board and the Department;
3. Any filings with respect to TC Hydro NE's Exempt Wholesale Generator status shall be filed with the Board and the Department;
4. TC Hydro NE shall comply with the Vermont Dam Safety Act, 10 V.S.A. § 1081 *et seq.*, to the extent that such requirements are not inconsistent with requirements imposed by FERC in connection with its regulation of the Hydro Facilities;

5. TC Hydro NE shall not be required to make any filings with the Board or the Department pursuant to 30 V.S.A. §108 governing financings ; and

6. Until the time that the Town of Rockingham either completes the transactions contemplated under the Option Agreement, relinquishes its rights to do so, or its rights are extinguished, TC Hydro NE shall not mortgage or encumber, in any way, the Bellows Falls Station.

7. Neither this Certificate nor the Hydro Facilities may be transferred without the prior consent of the Public Service Board.

Dated at Montpelier, Vermont, this 25th day of March, 2005.

_____)	
)	PUBLIC SERVICE
)	
<u>s/David C. Coen</u>)	BOARD
)	
)	OF VERMONT
<u>s/John D. Burke</u>)	

OFFICE OF THE CLERK

FILED: March 25, 2005

ATTEST: s/Susan M. Hudson
Clerk of the Board

NOTICE TO READERS: This decision is subject to revision of technical errors. Readers are requested to notify the Clerk of the Board (by e-mail, telephone, or in writing) of any apparent errors, in order that any necessary corrections may be made. (E-mail address: Clerk@psb.state.vt.us)